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RECORDATION NO. **21493-A** FILED

JAN 25 '01 2:55 PM

TS
SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

January 25, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Assignment and Assumption Agreement, a secondary document, dated as of January 25, 2001. The primary document to which this is connected is recorded under Recordation No. 21493. We request that one copy of this document be recorded under Recordation No. 21493-A.

The names and addresses of the parties to the Assignment and Assumption Agreement are:

Assignee:

Banc One Leasing Corporation
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

Assignor:

NBD Equipment Finance, Inc.
1111 Polaris Parkway, Suite A3
Columbus, OH 43065

A description of the equipment covered by the Assignment and Assumption Agreement consists of 10 covered hopper cars numbered AMIX 97001-97010, inclusive.

, BALL JANIK LLP

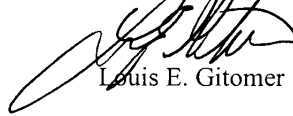
Honorable Vernon A. Williams
January 25, 2001
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A fee of \$ 27.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Assignment and Assumption Agreement between Banc One Leasing Corporation, 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, and NBD Equipment Finance, Inc., 1111 Polaris Parkway, Suite A3, Columbus, OH 43065, covering 10 covered hopper cars numbered AMIX 97001-97010, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement is dated as of January 25, 2001, by and between BANC ONE LEASING CORPORATION ("BANC ONE"), the assignee, and NBD EQUIPMENT FINANCE, INC. ("NBD"), assignee of MID-STATES LEASING AND FINANCIAL CORPORATION, assignee of RAILCAR LEASING SPECIALISTS, INC. ("RAILCAR LEASING"), the assignor.

RAILCAR LEASING, as lessor, entered into an Equipment Lease Agreement dated as of December 15, 1997 with National Minerals Corporation, as lessee, to lease 10 covered hopper cars numbered AMIX 97001-97010, inclusive (the "Equipment"), to lessee. A Memorandum of Lease Agreement dated June 5, 1998 was recorded on July 6, 1998 at the Surface Transportation Board under Recordation No. 21493.

In consideration of the premises and the agreements herein contained and other good and valuable consideration, NBD is, effective as of the date hereof: (a) assigning to BANC ONE, all rights, title, interests and obligations of NBD in, under and to the Equipment Lease Agreement, and BANC ONE is accepting and assuming all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance; and (b) selling the Equipment to BANC ONE, and BANC ONE shall be the owner of the Equipment and NBD shall have no interest or authority of any nature regarding the Equipment.

This Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto have caused this Assignment and Assumption Agreement to be executed by its duly authorized officer as of the date first written above.

NBD EQUIPMENT FINANCE, INC.

as Assignor

By: *[Signature]*

Name: *Barold L. Peck*

Title: *First Vice President*

BANC ONE LEASING CORPORATION

as Assignee

By: *[Signature]*

Name: *Timothy L. Ellerbrock*

Title: *Officer*

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SURFACE TRANSPORTATION BOARD

STATE OF OHIO)
) ss
COUNTY OF DELAWARE)

On this ____ day of May, 2000, before me personally appeared Timothy L. Ellerbrock, to me personally known, who being by me duly sworn, says that he is an Officer, of Banc One Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES OCT. 15, 2001


NOTARY PUBLIC

My commission expires:

STATE OF OHIO)
) ss
COUNTY OF DELAWARE)

On this ____ day of May, 2000, before me personally appeared Jarold L. Peck, to me personally known, who being by me duly sworn, says that he is the First Vice President, of NBD Equipment Finance, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



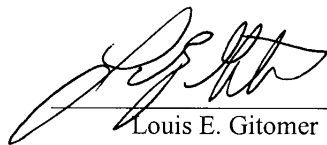
LAURA A. NOBLE
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES OCT. 15, 2001


NOTARY PUBLIC

My commission expires:

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Assignment and Assumption Agreement dated as of January 25, 2001 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
January 25, 2001